

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	Case No. 03-12872 (JLP)
NORTHWESTERN CORPORATION,)	
)	
Debtor.)	
)	
LAW DEBENTURE TRUST COMPANY)	
OF NEW YORK,)	
Appellant)	
)	
v.)	
)	
NORTHWESTERN CORPORATION,)	
)	
Appellee.)	

**LAW DEBENTURE TRUST COMPANY OF NEW YORK’S DESIGNATION OF
ITEMS TO BE INCLUDED IN THE RECORD ON APPEAL AND STATEMENT
OF THE ISSUES TO BE PRESENTED ON APPEAL**

Law Debenture Trust Company of New York, as Indenture Trustee and Guarantee Trustee (“Law Debenture”), by and through its undersigned counsel, in connection with their appeal from the Order Granting in Part and Denying in part the Request for Payment of Administrative Expenses pursuant to 11 U.S.C. § 503 by Law Debenture Trust Company of New York as successor trustee for the 8.45% Cumulative Preferred, Series A (the “Order”), which was entered by United States Bankruptcy Judge John L. Peterson on July 5, 2005 (Docket No. 3170), hereby files this Designation of Items to be Included in the Record on Appeal and

Statement of the Issues to be Presented to the United States District Court for the District of Delaware.

Designation of Items to be Included in the Record on Appeal

Appellant's Exhibits	Docket Number	Description
1	930	Debtor's Plan of Reorganization Under Chapter 11 of the Bankruptcy Code
2	931	Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code for the Plan of Reorganization of the Debtor (including all exhibits thereto)
3	933	Motion to Approve (a) Debtor's Proposed Disclosure Statement; (b) Establishing Procedures for Solicitation and Tabulation of Votes on Debtor's Plan of Reorganization; (c) Approving the Form and Manner of Notice; (d) Scheduling a Hearing on Confirmation; and (e) Granting Related Relief
4	1123	Complaint by Magten Asset Management Corporation, Law Debenture Trust Company of New York against Northwestern Corporation
5	1186	Objection of Law Debenture Trust Company to Debtor's Motion to Approve Disclosure Statement
6	1187	Limited Objection of Wells Fargo Bank Minnesota, National Association, in its Capacity as Indenture Trustee, to Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code for the Plan of Reorganization of the Debtor.
7	1193	Objection of Indenture Trustee to Debtor's Motion for Order Approving Disclosure Statement
8	1201	Joinder by Harbert Management Corporation in Objection of Indenture Trustee to Debtor's Motion for Order Approving Disclosure Statement
9	1202	Objection of RCG Carpathia Master Fund, Ltd. To Disclosure Statement
10	1203	Objection of Magten Asset Management Corporation to the Debtor's Motion for an Order (a) Approving Debtor's Proposed Disclosure Statement; (b) Establishing Procedures for Solicitation and Tabulation of Votes on Debtor's Plan of Reorganization; (c) Approving the Form and Manner of Notice; (d) Scheduling a Hearing on Confirmation; and (e) Granting Related Relief
11	1297	Amended Disclosure Statement Filed by NorthWestern Corporation (including all Exhibits thereto)
12	1302	Omnibus Response to Objections to Debtor's Disclosure Statement in Respect of Debtor's Plan of Reorganization (including all exhibits thereto)
13	1305	First Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code for the Plan of Reorganization of the Debtor – Blacklined
14	1306	Amended Plan Filed by NorthWestern Corporation
15	1307	Chapter 11 Plan Of Reorganization Re Debtor's First Amended Plan Of Reorganization Under Chapter 11 Of The Bankruptcy Code (Blacklined)
16	1317	Transcript of Hearing on April 8, 2004
17	1351	First Amended Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (including all exhibits thereto)
18	1352	First Amended Disclosure Statement Pursuant to Section 1125 of the

		Bankruptcy Code For the Plan of Reorganization of the Debtor (including all exhibits thereto)
19	1373	Order (I) Approving First Amended Disclosure Statement, (ii) Authorizing the Solicitation of Votes, (III) Scheduling a Hearing on Confirmation of the Joint Plan of Reorganization, (IV) Establishing Notice Requirements Regarding the Confirmation Hearing and Approving the Form and Manner of Notice, and (V) Granting Related Relief Respecting the Debtor's First Amended Plan of Reorganization (including all exhibits thereto)
20	1374	Transcript of Hearing on May 17, 2004
21	1502	Motion of Magten Asset Management Corporation to Disqualify Paul, Hastings, Janofsky & Walker LLP (including all exhibits thereto)
22	1789	Objection of Indenture Trustee to Confirmation of Debtor's First Amended Plan of Reorganization
23	1790	Objection by Harbert Management Corporation to Confirmation of the Debtor's First Amended Plan of Reorganization Under Chapter 11 of the Bankruptcy Code
24	1797	Objection to Plan of RCG Carpathia Master Fund, Ltd. And Kellogg Capital Group, LLC f/k/a Performance Capital to Debtor's First Amended Plan of Reorganization (REDACTED)
25	1798	Motion of RCG Carpathia Master Fund, Ltd. And Kellogg Capital Group, LLC (f/k/a Performance Capital for Authority to File Portions of Objection to the Debtor's First Amended Plan of Reorganization Under Seal (including all exhibits thereto)
26	1800	Objection of David Fishel to Debtor's First Amended Plan of Reorganization and Joinder of David Fishel to Objection of RCG Carpathia Master Fund, Ltd. And Kellogg Capital Group, LLC f/k/a Performance Capital to Debtor's First Amended Plan of Reorganization
27	1801	Objection of Magten Asset Management Corporation to Confirmation
28	1803	Law Debenture Trust Company of New York's Objection to Confirmation
29	1870	Objection of Magten Asset Management Corporation to Confirmation of the Debtor's First Amended Plan of Reorganization (including all exhibits thereto)
30	1871	Memorandum of Law in Support of Law Debenture Trust Company of New York's Objection to Confirmation of Debtor's First Amended Plan of York's Objection to Confirmation of Debtor's First Amended Plan of Reorganization (including all exhibits thereto)
31	1920	Notice of Intent of Northwestern Corporation to Utilize 11 U.S.C. § 1129(b) In Connection With the Confirmation of the Debtor's First Amended Plan of Reorganization, As Amended (including all exhibits thereto)
32	1921	Debtor's Motion for an Order (A) Approving Debtor's Second Amended and Restated Disclosure Statement and Summary Disclosure Statement; (B) Establishing Procedures for Limited Resolicitation and Tabulation of Votes on Debtor's Second Amended Plan of Reorganization; (C) Approving the Form and Manner of Notice; and (D) Granting Related Relief (including all exhibits thereto)
33	1921	Summary Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code (including all exhibits thereto)
34	1924	Debtor's Second Amended Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (including all exhibits thereto)
35	1923	Black line of Debtor's Second Amended Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (including all exhibits thereto)

36	1926	Debtor's Second Amended Disclosure Statement Pursuant to Section 1125 of the bankruptcy Code For the Plan of Reorganization of the Debtor (including all exhibits thereto)
37	1927	Blackline of Debtor's Second Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code For the Plan of Reorganization of the Debtor (including all exhibits thereto)
38	1928	Memorandum of Law In Support of Confirmation of Debtor's Second Amended and Restated Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (including all exhibits thereto)
39	1932	Offer of Proof and Outline of Evidence in Support of the Adequacy of Debtor's Procedures and Notice in Conjunction with its Second Amended and Restated Plan Of Reorganization Under Chapter 11 of the Bankruptcy Code
40	1975	Magten Asset Management Corporation's Notice of Appeal of Motion to Disqualify Paul, Hastings, Janofsky & Walker LLP
41	1988	Response of Magten Asset Management Corporation to the Debtor's Motion for an Order (A) Approving Debtor's Second Amended Disclosure Statement and Summary Disclosure Statement; (B) Establishing Procedures for Limited Resolicitation and Tabulation of Votes on Debtor's Second Amended Plan of Reorganization; (C) Approving the Form and Manner of Notice; and (D) Granting Related Relief
42	1989	Law Debenture Trust Company of New York's Objection to (A) the Debtor's Second Amended and Restated Disclosure Statement and Summary Disclosure Statement; and (B) Proposed Resolicitation Procedures
43	2020	Debtor's Second Amended and Restated Plan of Reorganization under Chapter 11 of the Bankruptcy Code (including all exhibits thereto)
44	2021	Second Amended and Restated Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code for the Plan of Reorganization of the Debtor (including all exhibits thereto)
45	2022	Exhibits to Second Amended and Restated Disclosure Statement (including all exhibits thereto)
46	2023	Summary Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code
47	2033	Order (A) Approving the Debtor's Second Amended and Restated Disclosure Statement and Summary Disclosure Statement, (B) Setting a Record Date for Voting Purposes, (C) Authorizing Resolicitation of Votes, (D) Scheduling a Continued Hearing on Confirmation of Second Amended and Restated Plan of Reorganization, (E) Establishing Notice Requirements Regarding the Continued Confirmation Hearing and Approving the Form and Manner of Notice, and (F) Granting Related Relief
48	2104	Law Debenture Trust Company of New York's Supplemental Objection to Confirmation of Debtor's Second Amended Plan of Reorganization (including all exhibits thereto)
49	2105	Magten Asset Management's Supplemental Objection to Confirmation of the Debtor's Second Amended and Restated Plan of Reorganization (including all exhibits thereto)
50	2121	Notice of Filing of Plan Supplement in Connection with Debtor's Second Amended and Restated Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (including all exhibits thereto)
51	2145	Memorandum of Law in Further Support of Confirmation of Debtor's Second Amended and Restated Plan of Reorganization Under Chapter 11 of the

		Bankruptcy Code and in Response to Supplemental Objections to Confirmation
52	2166	Supplemental Offer of Proof and Outline of Evidence in Support of the Adequacy of Debtor's Procedures and Notice in Conjunction with its Second Amended and Restated Plan of Reorganization Under Chapter 11 of the Bankruptcy Code and Request to take Judicial Notice of Certain Pleadings Filed with the Court
53	2234	Transcript of Hearing held on October 6, 2004 before the Honorable Charles G. Case, II. Hearing held in Phoenix, Arizona
54	2238	Order Confirming Debtor's Second Amended and Restated Plan of Reorganization Under Chapter 11 of the Bankruptcy Code
55	2301	Notice of Withdrawal of Objection of Law Debenture Trust Company of New York, as Indenture Trustee, to the Claim of HSBC Bank USA, as Indenture Trustee
56	2317	Order and Stipulation Establishing a Disputed Claims Reserve Signed on 11/03/2004
57	2330	Transcript of Hearing held on October 25, 2004 before the Honorable Charles G. Case, II
58	2427	Application for Compensation for Payment of Fees and Expenses Pursuant to Plan of Reorganization Filed by Law Debenture Trust Company of New York, as Indenture Trustee
59	2432	Application for Compensation re Fifth Quarterly and Final Fee Application of Paul, Hastings, Janofsky & Walker LLP Filed by NorthWestern Corporation
60	2469	Notice of Deposition of Karol K. Denniston Filed by Magten Asset Management Corp.
61	2470	Notice of Deposition of Jesse H. Austin Filed by Magten Asset Management Corp.
62	2502	Order (A) Fixing Administrative Bar Date For Filing Proofs of Claim Against The Debtor, and (B) Approving Notice And Procedures Related Thereto
63	2522	Objection of the Debtor to the Request of Law Debenture Trust Company Of New York for Payment of Fees and Reimbursement of Expenses Pursuant to the Debtor's Plan Of Reorganization and Applicable Trust Indenture
64	2523	Affidavit of Karol Denniston in Connection with NorthWestern Corporation's Objection to the Request of Law Debenture Trust Company of New York for Payment of Fees and Reimbursement of Expenses Pursuant to the Debtor's Plan of Reorganization and Applicable Trust Indenture
65	2527	Magten Asset Management Corporation's Objection to Final Fee Application of Paul Hastings Janofsky & Walker LLP (including all exhibits thereto)
66	2574	Notice of Service of Law Debenture Trust Company of New York's First Set of Request for Production to Northwestern Corporation Filed by Law Debenture Trust Company of New York, as Indenture Trustee
67	2608	Request for Administrative Expenses Pursuant to 11 U.S.C. Section 503 by Law Debenture Trust Company of New York as Successor Trustee for the 8.45% Cumulative Quarterly Income Preferred Securities Series (the "Quips")
68	2624	Northwestern Corporation's Responses and Objections to Law Debenture Trust Company of New York's First Set of Request for Production to Northwestern Corporation
69	2631	Letter re Northwestern Corporation v. Magten Asset Management Corporation Filed by NorthWestern Corporation
70	2832	Joint Motion to Approve Settlement Between NorthWestern Corporation,

		Magten Asset Management Corporation and Law Debenture Trust Company of New York Filed by Magten Asset Management Corp (including all exhibits thereto)
71	2833	Declaration of Gary L. Kaplan (related document 2832) filed by Magten Asset Management Corp (including all exhibits thereto)
72	2866	Plan Committee's Objection to Joint Motion of Magten Asset Management Corporation and Law Debenture Trust Company of New York as Indenture Trustee for Order Pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure (including all exhibits thereto)
73	2867	Objection of Ad Hoc Committee of Class 7 Debtholders to Joint Motion of Magten Asset Management Corporation and Law Debenture Trust Company of New York as Indenture Trustee for Order Pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure Approving a Settlement Between Northwestern Corporation, Magten Asset Management Corporation and Law Debenture Trust Company of New York
74	2868	Northwestern Corporation's Objection to the Joint Motion of Magten Asset Management Corporation and Law Debenture Trust Company of New York as Indenture Trustee for Order Approving Settlement
75	2873	Notice of Amendment to Plan Committee By-Laws in Connection with the Debtor's Second Amended and Restated Plan of Reorganization under Chapter 11 of the Bankruptcy Code
76	2871	Affidavit of Karol Denniston – Related to Debtors Objection to Joint Motion of Magten Asset Management Corporation and Law Debenture Trust Company of New York as Indenture Trustee for Order Approving Settlement (related document 2868) (including all exhibits thereto)
77	2880	Joint Reply to the Objections of Northwestern Corporation, the Plan Committee and the Ad Hoc Committee to the Joint Motion for an Order Pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure Approving a Settlement Between Northwestern Corporation, Magten Asset Management Corporation and Law Debenture Trust Company of New York filed by Law Debenture Trust Company of New York, as Indenture Trustee, and Magten Asset Management Corp.
78	2881	Declaration of Gary L. Kaplan (related document 2880) filed by Law Debenture Trust Company of New York, as Indenture Trustee and Magten Asset Management Corp. (including all exhibits thereto)
79	2910	Memorandum Opinion Denying Joint Motion of Magten Asset Management Corporation and Law Debenture Trust Company of New York
80	2911	Order Denying Joint Motion of Magten Asset Management Corporation and Law Debenture Trust Company of New York
81	2919	Notice of Appeal filed by Law Debenture Trust Company of New York, as Indenture Trustee and Magten Asset Management Corp.
82	2936	Transcript of Hearing held on March 8, 2005 before the Honorable John L. Peterson
83	--	Proof of Claim filed by Law Debenture Trust Company of New York
84	--	Debtor's Exhibits re: Confirmation Hearing (08/25/04) – All documents contained on Disc 1
85	--	Debtor's Exhibits re: Confirmation Hearing (08/25/04) – All documents contained on Disc 2
86	--	Debtor's Exhibits re: Confirmation Hearing (08/25/04) – All documents contained on Disc 3

87	Case No. 04-53324, docket no. 1	Complaint by Magten Asset Management Corporation, Law Debenture Trust Company of New York against Northwestern Corporation
88	Case No. 04-53324, docket no. 25	Under Advisement Decision Re: Motion to Dismiss; Signed by The Honorable Charles G. Case, II on August 20, 2004
89	Case No. 04-53324, docket no. 27	First Amended Complaint to Avoid the Transfer of Assets of Clark Fork and Blackfoot LLC (f/k/a Northwestern Energy LLC) to Northwestern Corporation
90	3003	Law Debenture Trust Company of New York's Motion for Leave to File a Reply to the Debtor's Objection to Law Debenture Trust Company of New York's Request for Payment of Fees and Reimbursement of Expenses and Law Debenture Trust Company of New York's Request for Administrative Expenses
91	3003	Reply of Law Debenture of New York, Indenture Trustee, to the Debtor's Objection to its Request to Payment of Fees and Reimbursement of Expenses pursuant to the Debtor's Plan of Reorganization and Applicable Trust Indenture and Debtor's Objection to its Request for Payment of Administrative Expenses Pursuant to 11 U.S.C. § 503
92	3003	Affidavit of Francis C. Morrissey
93	3003	Affidavit of Amanda D. Darwin
94	--	Transcript of Hearing held on May 3, 2005 before the Honorable John L. Peterson *** transcript is being ordered
95	3170	Order Granting in Part and Denying in part the Request for Payment of Administrative Expenses pursuant to 11 U.S.C. § 503 by Law Debenture Trust Company of New York as successor trustee for the 8.45% Cumulative Preferred, Series A

STATEMENT OF ISSUES TO BE PRESENTED

- Whether the Bankruptcy Court erred in denying Law Debenture's Request for Payment of Administrative Expenses Pursuant to 11 U.S.C. § 503.
- Whether the Bankruptcy Court's order denying Law Debenture's administrative expense claim is contrary to the Debtor's Second Amended and Restated Plan of Reorganization under Chapter 11 of the Bankruptcy Code (the "Plan") and its previous Order Confirming the

Debtor's Second Amended and Restated Plan of Reorganization under Chapter 11 of the Bankruptcy Code (the "Confirmation Order").

3. Whether the Bankruptcy Court erred in ruling that the Debtor was not estopped and/or precluded from objecting to Law Debenture's administrative expense claims.

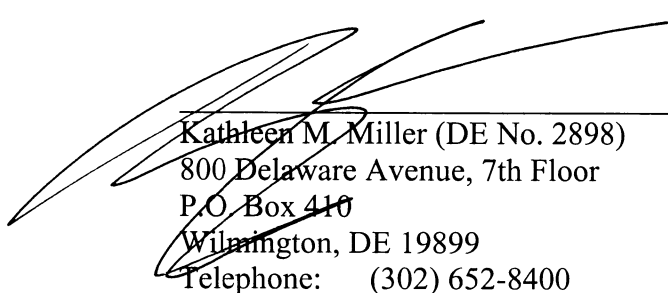
4. Whether the Bankruptcy Court erred in applying a "substantial contribution" standard to Law Debenture's Request.

5. Whether the Bankruptcy Court erred in ruling that "Law Debenture did not make a substantial contribution to this bankruptcy case, other than its participation on the Creditors' Committee and annual administration fee."

6. Whether the Bankruptcy Court erred in holding that the Indenture dated as of November 1, 1996, as amended, pursuant to which the Montana Power Company issued certain 8.5% Junior Subordinated Debentures was not an executory contract within the meaning of § 365 of the Bankruptcy Code that had been assumed pursuant to the Plan and the Confirmation Order.

July 25, 2005

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